Charlestown Mall Box 8 Document 1

Charles A. Gaetano c/o Gaetano Construction Co. 1506 Whitesboro Street Utica, New York 13502

Utica N.Y. December 1, 1980

Tax Identification No. 16-1077509

Munson H. Pardee College Hill Road Clinton, New York 13323

TO KERNAN AND KERNAN.P.C., Dr.

Re: Charles A. Gaetano and Munson H. Pardee Escrow Agent involving sale and purchase of Empire Circuits common stock

To counsel and services in the above entitled matter detailed, in part, as follows:

Telephone conferences with Mr. Pardee, Mr. Flemma, and Mr. Petterelli.

Conference in our offices with Mr. Flemma and Mr. Felt.

Conferences on two (2) occasions at Mr. Felt's office with Mr. Felt and Mr. Petterelli.

Total time: over four (4) hours.

Agreed fee \$280.00

Charles A. Gaetano to pay \$140.00

Munson H. Pardee to pay \$140.00